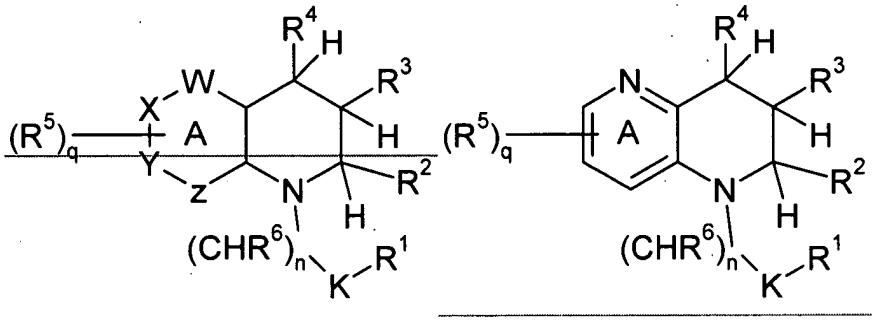
Amendments to the Claims

1. (currently amended) A compound of a formula below:



wherein

q is 0, 1, or 2;

~~W, X, Y and Z are each independently CH, C, N, S, or O with appropriate single or double bonds and/or hydrogen atoms to complete valency requirements;~~

~~Ring A is a five or six member ring wherein one of W, X, Y and Z may be absent; provided that ring A is not phenyl;~~

K is a bond~~;~~ or C=O~~;~~ ~~or S(O)$_p$;~~

~~p is 0, 1 or 2;~~

n is 0~~;~~ or 1~~,~~ ~~or 2;~~

when n is 0, K is C=O ~~or S(O)$_p$~~ and R^1 is selected from~~:~~ ~~a group consisting of~~ -OC$_1$-C$_6$ alkyl~~,~~ ~~O-aryl, OC$_2$-C$_6$ alkenyl, OC$_1$-C$_6$ haloalkyl,~~ -OC$_1$-C$_6$ alkylheterocyclylie~~,~~ ~~OC$_3$-C$_8$ cycloalkyl, OC$_1$-C$_6$ alkylcycloalkyl, NR^{7}R^8, OC$_1$-C$_6$ alkylaryl,~~ -O-heterocyclylie, -OC$_1$-C$_6$alkylCO$_2$R^{11}, -OC$_2$-C$_6$alkylalcohol, -OC$_1$-C$_6$ alkylNR^{7}R^8, -OC$_2$-C$_6$ alkylcyano~~,~~ ~~CONR^{11}R^{12}, NR^{11}SO$_2$R^{12}, NR^{11}COR^{12}, C$_2$-C$_3$ alkylNR^{11}R^{12}, C$_1$-C$_3$ alkylCOR^{11}, C$_0$-C$_6$ alkylCOOR^{11}~~and wherein ~~each cycloalkyl, aryl and~~ heterocyclic group is optionally substituted with ~~1 to 3 groups independently selected from oxo, hydroxy, halo,~~ C$_1$-C$_6$ alkyl, ~~C$_2$-C$_6$ alkenyl, C$_2$-C$_6$ alkynyl, C$_1$-C$_6$ alkoxy, C$_1$-C$_6$ haloalkyl, C$_1$-C$_6$ alkylalcohol, OC$_2$-C$_6$ alkylalcohol, C$_1$-C$_6$ haloalkoxy, CONR^{11}R^{12}, NR^{11}SO$_2$R^{12}, NR^{11}COR^{12}, C$_0$-C$_3$ alkylNR^{11}R^{12}, C$_1$-C$_3$ alkylCOR^{11}, C$_0$-C$_6$ alkylCOOR^{11}, C$_0$-C$_6$ alkylcyano, OC$_2$-C$_6$alkylcyano, C$_1$-C$_6$ alkylcycloalkyl, phenyl, OC$_1$-C$_6$ alkylcycloalkyl, OC$_1$-C$_6$ alkylaryl, OC$_1$-C$_6$ alkylheterocyclic, and C$_1$-C$_6$ alkylaryl;~~

when n is ~~1 or 2~~, K is a bond and R^1 is ~~selected from a group consisting of hydroxy, C$_1$-C$_6$ alkyl, C$_2$-C$_6$ alkenyl, C$_1$-C$_6$ haloalkyl, C$_1$-C$_6$ alkylheterocyclic,~~ C$_3$-C$_8$ cycloalkyl, ~~C$_1$-C$_6$ alkylcycloalkyl, C$_1$-C$_6$ alkylaryl, aryl, heterocyclyl, C$_1$-C$_6$ alkylalcohol, C$_1$-C$_6$ alkylNR^{7}R^8; wherein each cycloalkyl, aryl and heterocyclic is optionally substituted with 1 or 2 groups~~

~~independently selected from the groups consisting of oxo, hydroxy, halo, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 alkylalcohol, OC_2-C_6 alkylalcohol, C_1-C_6 haloalkoxy, $CONR^{11}R^{12}$, $NR^{11}SO_2R^{12}$, $NR^{11}COR^{12}$, C_0-C_3 alkyl$NR^{11}R^{12}$, C_1-C_3 alkylCOR^{11}, C_0-C_6 alkyl$COOR^{11}$, C_0-C_6 alkylcyano, OC_2-C_6alkylcyano, C_1-C_6 alkylcycloalkyl, phenyl, OC_1-C_6 alkylcycloalkyl, OC_1-C_6 alkylaryl, OC_1-C_6 alkylheterocyclic, and C_1-C_6 alkylaryl;~~

R^2 is ~~each independently selected from the group consisting of hydrogen, halo,~~ C_1-C_6 alkyl ~~or, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, OC_1-C_6 alkyl, C_0-C_6 alkylNR^7R^8, heteroaryl, heterocyclyl,~~ or C_3-C_8 cycloalkyl~~, C_1-C_6 alkylcycloalkyl C_1-C_6 alkylheterocyclyl, and substituted C_0-C_6 alkylaryl; wherein the aryl group is substituted and each cycloalkyl or heterocyclic is optionally substituted with 1 to 3 groups independently selected from oxo, hydroxy, halo, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alcohol, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, $CONR^{11}R^{12}$, $NR^{11}SO_2R^{12}$, $NR^{11}COR^{12}$, C_0-C_3 alkyl$NR^{11}R^{12}$, C_1-C_3 alkylCOR^{11}, C_0-C_6 alkyl$COOR^{11}$, cyano, and phenyl;~~

R^3 is ~~each independently selected from~~ hydrogen~~,~~ or C_1-C_6 alkyl~~, aryl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkylaryl, C_1-C_6 alkylheterocyclic, C_3-C_8 cycloalkyl, or C_1-C_6 alkylcycloalkyl;~~

R^4 is a group represented by the formula $-NR^9R^{10}$;

R^5 is selected from~~: the group consisting of~~ hydrogen, halogen, ~~hydroxy,~~ C_1-C_6 alkyl, ~~C_2-C_6 alkenyl, C_2-C_6 alkynyl,~~ C_1-C_6 alkoxy, C_1-C_6 haloalkyl, ~~C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl, C_1-C_6 alkylaryl, C_1-C_6 alkylheterocyclic, aryl, C_1-C_6 alkylaryl, heteroaryl, aryloxy, OC_2-C_6 alkenyl, OC_1-C_6 haloalkyl, $-NR^7R^8$, and OC_1-C_6 alkylaryl; and wherein when q is 1, 2 or 3,~~ or two adjacent R^5 groups may combine to form a fused 5 or 6 member carbocyclic ring~~; optionally substituted carbocyclic or heterocyclic ring with ring A;~~

R^6 is ~~independently selected from the group consisting of~~ hydrogen~~, C_1-C_6 alkyl, C_2-C_6 alkenyl, hydroxy, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_1-C_6 alkoxy, aryloxy, OC_2-C_6 alkenyl, OC_1-C_6 haloalkyl, C_1-C_6 alkylNR^7R^8, C_3-C_8 cycloalkyl, and C_1-C_6 alkylcycloalkyl;~~

R^7 and R^8 are independently selected from ~~the group consisting of~~ hydrogen, ~~C_1-C_6 alkylcycloalkyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylheterocyclic, C_1-C_6 haloalkyl, $NR^{11}R^{12}$, hydroxy, oxo, COOH,~~ $C(O)OC_1$-C_4 alkyl, C_1-C_6 alkyl, ~~C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 alkylalcohol, C_1-C_6 alkylamine, C_1-C_6 alkylaryl, C_2-C_6 alkenylaryl, C_2-C_6 alkynylaryl, C_1-C_6 alkyl-O-C_1-C_6 alkylaryl, C_1-C_6 alkyl-NR^{11}-C_1-C_6 alkylaryl, C_1-C_6 alkylcyano, C_1-C_6 alkyl$CONR^7R^8$, C_1-C_6 alkylNR^7R^8, C_1-C_6alkyl$NR^{11}COR^{12}$,~~ and aryl~~;~~ wherein each ~~cycloalkyl or~~ aryl group is optionally substituted with halo~~, hydroxy, oxo, amino, COOH, C(O)OC$_1$-C$_4$ alkyl,~~

C_1-C_6 haloalkyl, ~~C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 alkylalcohol, and C_1-C_6 alkylamine;~~

~~or R^7 and R^8 combine to form a nitrogen containing heterocyclic ring which may have 0, 1, or 2 additional hetero-atoms selected from oxygen, nitrogen or sulfur and may be optionally substituted with oxo, or C_1-C_6 alkyl;~~

R^9 is the group ~~C_1-C_6 alkyl, C_2-C_6 alkenyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl, aryl, heterocyclic,~~ tetrazolyl, pyrazolyl, oxazolyl, oxadiazolyl, quinolinyl, ~~C_1-C_6 alkylheterocyclic,~~ COR^7, and CO_2R^7, ~~C_0-C_3 alkylCONR^{7}R^8, C_0-C_3 alkylS(O)$_p$NR^{7}R^8, or C_0-C_3 alkylS(O)$_p$R^7 wherein R^7 is as defined above.~~ and wherein each ~~alkyl, cycloalkyl, aryl, and heterocyclic~~ tetrazole, pyrazolyl, oxazolyl, oxadiazolyl, is optionally substituted with one to two groups independently selected from ~~halo, hydroxy, oxo, COOH, C(O)OC$_1$-C$_4$ alkyl, C$_1$-C$_6$ haloalkyl,~~ C_1-C_6 alkyl, ~~C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy,~~ C_1-C_6 alkylalcohol, C_1-C_6 alkylamine, ~~C_1-C_6 alkylaryl, C_2-C_6 alkenylaryl, C_2-C_6 alkynylaryl, C_1-C_6 alkylheterocyclic, NR^{7}R^8, C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl, C_1-C_6 alkyl O C_1-C_6 alkylaryl, C_1-C_6 alkyl NR^{11}, C_1-C_6 alkylaryl, C_1-C_6 alkylcyano, C_1-C_6 alkylCONR^{7}R^8,~~ and C_1-C_6 alkylNR^{7}R^8, ~~C_1-C_6alkylNR^{11}COR^{12}, and aryl, wherein each cycloalkyl or aryl group is optionally substituted with halo, hydroxy, oxo, amino, COOH, C(O)OC$_1$-C$_4$ alkyl, C$_1$-C$_6$ haloalkyl, C$_1$-C$_6$ alkyl, C$_2$-C$_6$ alkenyl, C$_2$-C$_6$ alkynyl, C$_1$-C$_6$ alkoxy, C$_1$-C$_6$ alkylalcohol, and C$_1$-C$_6$ alkylamine, provided that when W is N and X, Y, and Z are all C, R^9 is selected from the group COR^7, CO$_2$R^7, C$_0$-C$_3$ alkylCONR^{7}R^8, C$_0$-C$_3$ alkylS(O)$_p$NR^{7}R^8, or C$_0$-C$_3$ alkylS(O)$_p$R^7;~~

R^{10} is 3,5-bis-trifluoromethyl benzyl; ~~selected from: the group consisting of aryl, C_1-C_6 alkylaryl, C_2-C_6 alkenylaryl, C_2-C_6 alkynylaryl, C_1-C_6 haloalkylaryl, C_1-C_6 alkylheterocyclic, C_2-C_6 alkenylheterocyclic, C_1-C_6 alkylcycloalkyl, C_3-C_8 cycloalkyl, C_1-C_6 alkyl O C_1-C_6 alkylaryl, and wherein each cycloalkyl, aryl, or heterocyclic group is optionally substituted with 1-3 groups independently selected from the group consisting of hydroxy, oxo, SC$_1$-C$_6$ alkyl, C$_1$-C$_6$ alkyl, C$_1$-C$_6$ alkenyl, C$_1$-C$_6$ alkynyl, C$_1$-C$_6$ haloalkyl, halogen, C$_1$-C$_6$ alkoxy, aryloxy, C$_1$-C$_6$ alkenyloxy, C$_1$-C$_6$ haloalkoxyalkyl, C$_0$-C$_6$ alkylNR^{11}R^{12}, OC$_1$-C$_6$ alkylaryl, nitro, cyano, OC$_1$-C$_6$ haloalkyl, C$_1$-C$_6$ haloalkylalcohol, and C$_1$-C$_6$ alkylalcohol;~~

R^{11} ~~and R^{12} are independently selected from the group consisting of~~ hydrogen, or C_1-C_6 alkyl; ~~C_1-C_6 alkenyl, C_3-C_8 cycloalkyl, heterocyclic, aryl, and C_1-C_6 alkylaryl, wherein each aryl group is optionally substituted with 1-3 groups independently selected from halogen, C_1-C_6 alkylheterocyclic, and C_1-C_6 haloalkyl, or R^{11} and R^{12} combine to form a nitrogen containing heterocyclic ring which may have 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen or sulfur and is optionally substituted with oxo, or C_1-C_6 alkyl;~~ or

a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer or mixture of diastereomers thereof~~.

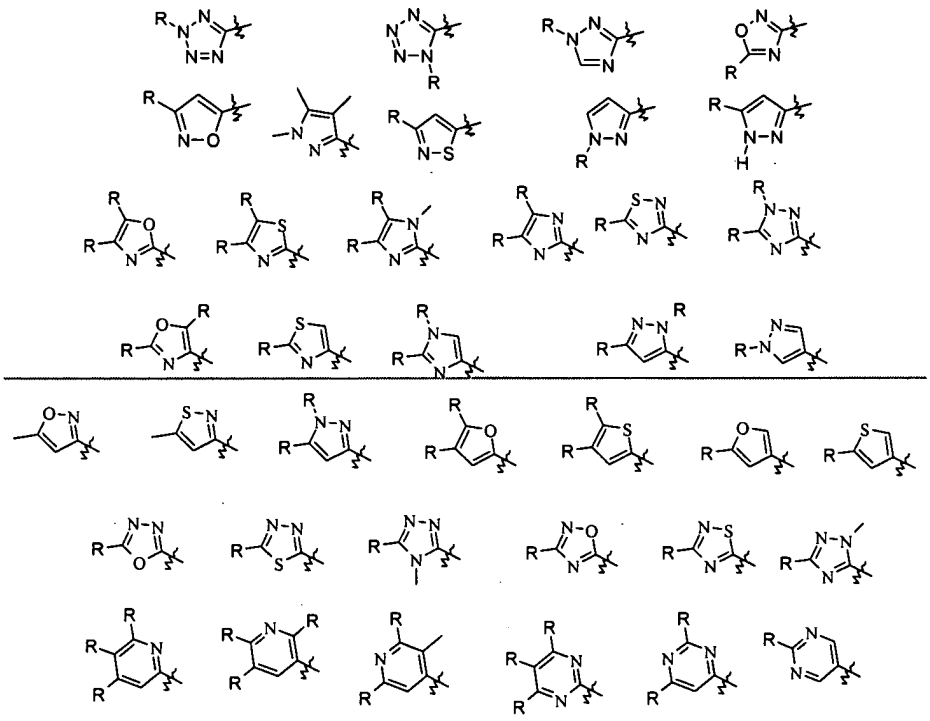
2. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer or mixture of diastereomers~~ thereof, wherein n is zero, K is C=O and R^1 is selected from a group consisting of -OC_1-C_6 alkyl, ~~O-aryl, OC_2-C_6 alkenyl, OC_1-C_6 haloalkyl, OC_2-C_8 cycloalkyl, OC_1-C_6 alkylcycloalkyl, OC_1-C_6 alkylaryl,~~ -O heterocyclyl~~ic~~, ~~and~~ -OC_1-C_6alkylCO_2R^{11}, -OC_2-C_6alkylalcohol, -OC_1-C_6 alkylNR^7R^8, -OC_2-C_6 alkylcyano and -OC_1-C_6 alkylheterocyclyl~~ic, wherein each cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3 groups independently selected from C_0-C_6 alkyl$COOR^{11}$, C_0-C_6 alkylalcohol, C_0-C_3 alkyl$NR^{11}R^{12}$, and C_0-C_6 alkylcyano~~.

3. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer or mixture of diastereomers~~ thereof, wherein n is 1, K is a bond and R^1 is ~~selected from a group consisting of C_2-C_6 alkenyl, C_2-C_6 haloalkyl, C_3-C_8 cycloalkyl, aryl, and heterocyclic wherein each~~ cycloalkyl~~, aryl, or heterocyclic is optionally substituted with 1 or 2 groups selected from C_1-C_3 alkylalcohol, C_1-C_3 alkylamine, C_0-C_3 alkyl$COOH$, C_0-C_3 alkyl$CONH_2$, and C_0-C_3 alkyl$C(O)OC_1$-C_3 alkyl.~~

4. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer or mixture of diastereomers~~ thereof, wherein ~~R^4 is NR^9R^{10} and~~ R^9 is ~~a heterocyclic group~~ tetrazolyl optionally substituted with one to two groups independently selected from ~~OH, halo, amino, $C(O)OC_1$-C_4 alkyl, C_1-C_6 haloalkyl,~~ C_1-C_6 alkyl, ~~C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy,~~ C_1-C_6 alkylalcohol, and C_1-C_6 alkyalmine, ~~C_3-C_8 cycloalkyl, and C_1-C_6 alkylcycloalkyl, C_1-C_6alkylcyano, C_1-C_6alkyl$CONR^7R^8$, C_1-C_6alkylCO_2R^{11}~~.

5-7. (canceled)

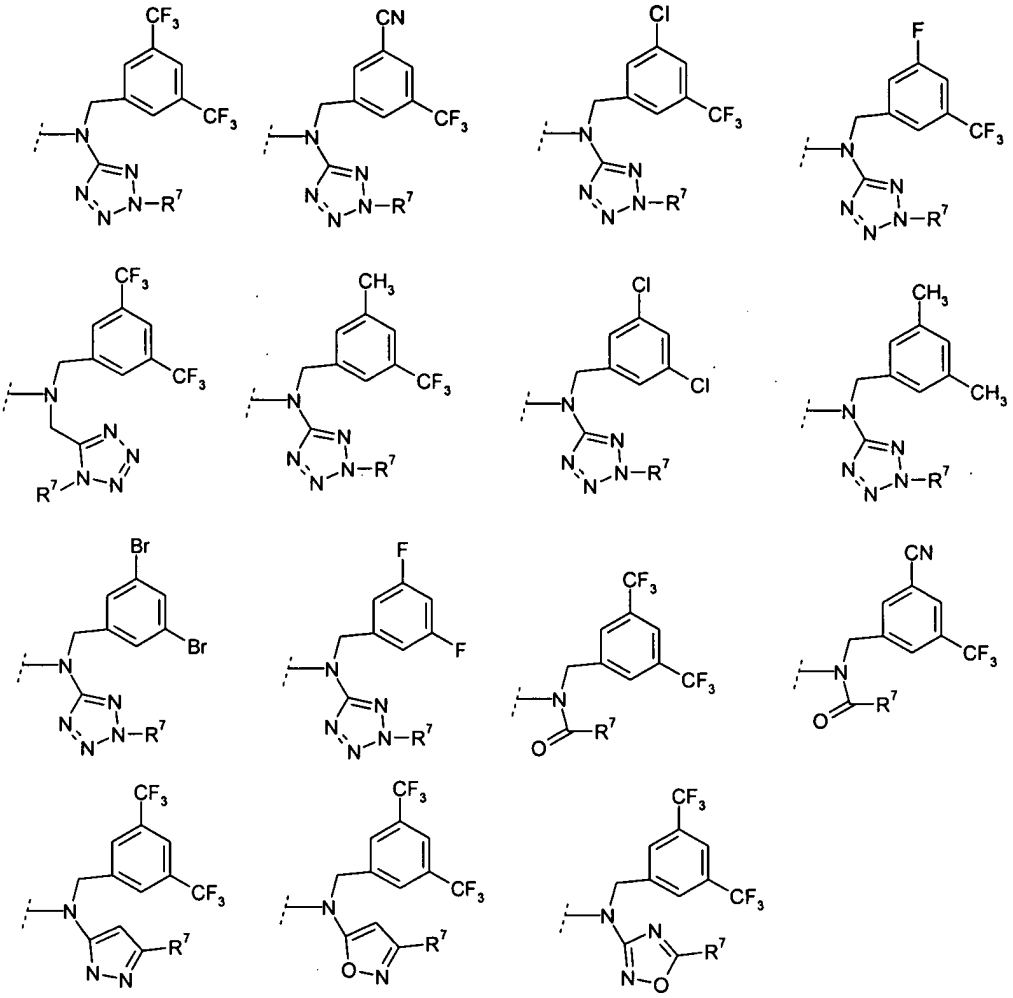
8. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer or mixture of diastereomers~~ thereof, wherein each R^3 is hydrogen and R^9 is selected from: tetrazolyl, pyrazolyl, oxazolyl, oxidiazolyl, quinolinyl, each optionally substituted with one to two groups independently selected from C_1-C_6 alkyl, C_1-C_6 alkylalcohol, C_1-C_6 alkylamine, and C_1-C_6 alkylNR^7R^8~~, the group consisting of:~~



~~wherein R is independently H, OH, NR^7R^8 or C_1-C_3 alkyl wherein C_1-C_3 alkyl group is optionally substituted with OH, halo, cyano, $CONR^7R^8$, CO_2R^{11}, or NR^7R^8.~~

9. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer or mixture of diastereomers~~ thereof, wherein two R^5 groups combine to form a fused cyclopentane or cyclohexane ring with ring A.

10. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer or mixture of diastereomers~~ thereof, wherein R^4 is selected from the group consisting of:



wherein R^7 is ~~OH,~~ C_1-C_3 alkyl~~, OC_1-C_3 alkyl, or C_1-C_3 haloalkyl.~~

11. (currently amended) A compound according to Claim 1 selected from the group consisting of:

~~4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-ethyl-7-methyl-3,4-dihydro-2*H*-[1,8]naphthyridine-1-carboxylic acid isopropyl ester,~~

Cis-4-[acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-ethyl-6-methoxy-3,4-dihydro-2H-[1,5]naphthyridine-1-carboxylic acid isopropyl ester ,

~~7-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-5-ethyl-6,7-dihydro-5*H*-thieno[3,2-b]pyridine-4-carboxylic acid isopropyl ester,~~

(+/-)-cis-4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-ethyl-6-bromo-3,4-dihydro-2H-[1,5]naphthyridine-1-carboxylic acid isopropyl ester,

(+/-)-cis-4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-ethyl-6-dimethylamino-3,4-dihydro-2H-[1,5]naphthyridine-1-carboxylic acid isopropyl ester,
(+/-)-cis-4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-ethyl-6-methyl-3,4-dihydro-2H-[1,5]naphthyridine-1-carboxylic acid isopropyl ester,
(+/-)-cis-4-[(3,5-Bis-trifluoromethyl-benzyl)-(2,5-dimethyl-2H-pyrazole-3-carbonyl)-amino]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid isopropyl ester,
(+/-)-cis-4-(3,5-Bis-trifluoromethyl-benzyl)-1-(cyclopentylmethyl-2-ethyl-6-methoxy-1,2,3,4-tetrahydro-[1,5]naphthyridine-4-yl)-acetamide,
(+/-)-cis-4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-6-methoxy-2-methyl-3,4-dihydro-2*H*-[1,5]naphthyridine-1-carboxylic acid isopropyl ester,
(+/-)-cis-4-[(3,5-Bis-trifluoromethyl-benzyl)-ethoxycarbonyl-amino]-6-methoxy-2-methyl-3,4-dihydro-2*H*-[1,5]naphthyridine-1-carboxylic acid isopropyl ester,
(+/-)-cis-4-[(3,5-Bis-trifluoromethyl-benzyl)-(3-fluoro-5-trifluoromethyl-benzoyl)-amino]-6-methoxy-2-methyl-3,4-dihydro-2*H*-[1,5]naphthyridine-1-carboxylic acid isopropyl ester,
(+/-)-cis-*N*-(3,5-Bis-trifluoromethyl-benzyl)-*N*-(1-cyclopentyl-6-methoxy-2-methyl-1,2,3,4-tetrahydro-[1,5]napthyridin-4-yl)-acetamide,
(+/-)-cis-4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-methyl-6-trifluoromethyl-3,4-dihydro-2H-[1,5]naphthyridine-1-carboxylic acid isopropyl ester,
(+/-)-cis-4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-cyclopropyl-6-trifluoromethyl-3,4-dihydro-2*H*-[1,5]naphthyridine-1-carboxylic acid isopropyl ester,
4-[(3,5-Bis-trifluoromethyl-benzyl)-(5,6,7,8-tetrahydro-quinolin-3-yl)-amino]-2,3-dimethyl-3,4,6,7,8,9-hexahydro-2*H*-benzo[b][1,5]napthyridine-1-carboxylic acid isopropyl ester,
or a pharmaceutically acceptable salt, enantiomer or diastereomer or mixture thereof.

12. (canceled)

13. (withdrawn) A method of treating dyslipidemia comprising administering a compound of formula I of claim 1, a pharmaceutically acceptable salt, enantiomer, racemate diastereomer, mixture of diastereomers thereof, to a patient in need thereof.

14. (withdrawn) A method of treating atherosclerosis comprising administering a compound of formula I of claim 1, a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient in need thereof.

15-16. (Canceled)

17. (withdrawn) A method of increasing plasma HDL-cholesterol in a mammal comprising administering a therapeutically effective amount of a compound of formula I of claim 1, a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient in need thereof.

18. (Canceled)

19. (currently amended) A pharmaceutical composition comprising a compound according to Claim 1, a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof, and a carrier, diluent and/or excipient.

20. (canceled)

21. (withdrawn) A composition of claim 19 comprising one or more cardio protective agents selected from the group consisting of: statins, leptin, and lipid regulating agents.

22. (canceled)

23. (withdrawn) A method according to claim 14 comprising administering one or more cardio protective agents selected from the group consisting of: statins, leptin,and lipid regulating agents.

24. (withdrawn) A method according to claim 13 comprising increasing plasma HDL-cholesterol in said patient.

25. (withdrawn) A method according to claim 13 comprising decreasing plasma LDL-cholesterol in said patient.

26. (withdrawn) A method according to claim 14 comprising increasing plasma HDL-cholesterol in said patient.

27. (withdrawn) A method according to claim 14 comprising decreasing plasma LDL-cholesterol in said patient.